

RECORDATION NO.

27679 FILED

OCT 07 '08 -8 55 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 7, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of October 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:                   AIG Rail Services, Inc.  
5700 Granite Parkway  
Plano, Texas 75024

Lessee:                   The Kansas City Southern Railroad Company  
427 W. 12th Street  
PO Box 219335  
Kansas City, Missouri 64121-9335

Anne K. Quinlan, Esq  
October 7, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

300 covered hopper railcars: KCS 287360 - KCS 287659

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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### MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on October 1, 2008 by and between AIG Rail Services, Inc., a Delaware corporation (the "Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation (the "Lessee").

#### WITNESSETH:

Lessor and Lessee are parties to that certain Master Lease Agreement (the "Lease Agreement"), dated as of September 26, 2008, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on the Equipment Rider incorporated therein.

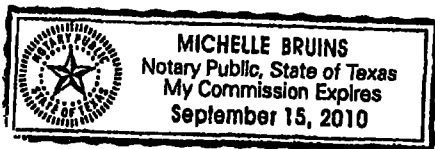
Lessor and Lessee has executed Rider No. 1, dated October 1, 2008 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

STATE OF TEXAS )  
 ) SS:  
COUNTY OF COLLIN )

On this, the 3rd day of October 2008, before a Notary Public in and for said County and State, personally appeared Jerry L. Wilkin, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., that said instrument was signed on October   , 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



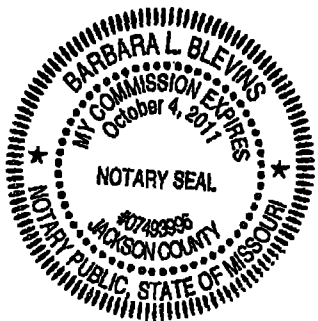
[Signature]  
Name:  
Notary Public

My Commission Expires:  
Residing in 9-15-2010

STATE OF Missouri )  
 ) SS:  
COUNTY OF Jackson )

On this, the 3 day of October 2008, before a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he/she is the SVP Finance & Treas of The Kansas City Southern Railway Company, that said instrument was signed on October 3, 2008 on behalf of said limited liability company as duly authorized, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Barbara L. Blevins  
Name:  
Notary Public

My Commission Expires:  
Residing in Jackson County Mo

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned have caused this memorandum to be duly executed by its respective officers and is duly authorized as of the date hereof.

**AIG RAIL SERVICES, INC.**

By: Jeffrey L. Wilkison  
Name: Jeffrey L. Wilkison  
Title: Vice President

Executed on this 31<sup>st</sup> day of October, 2008

**THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY**

By: Paul B. Weyandt  
Name: Paul B. Weyandt  
Title: SVP Finance and Treasurer

Executed on this 3<sup>rd</sup> day of October, 2008

[Memorandum of Lease Agreement]

**EXHIBIT A**

<b>Equipment:</b>	5,188 cf. Gunderson Covered Hopper Cars
<b>Quantity:</b>	Three-Hundred (300) Cars
<b>Rider No. 1 Road Numbers:</b>	KCS 287360 through KCS 287659 (inclusive)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/7/08



Robert W. Alvord